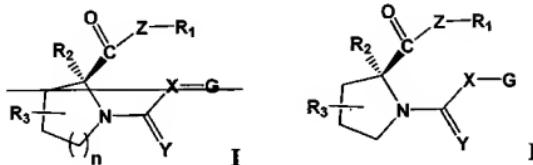


AMENDMENTS TO THE CLAIMS:

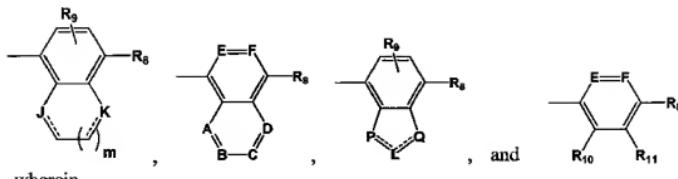
This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently amended) A compound of formula I



or a pharmaceutically acceptable salt thereof wherein

- R₁ is selected from the group consisting of alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and CH₂OR₄;
- R₂ is selected from the group consisting of hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, heterocycle or substituted heterocycle, heteroaryl or substituted heteroaryl and CH₂OR₄;
- R₃ selected from the group consisting of hydrogen, alkyl or substituted alkyl, CH₂OR₄, OR₂, SR₂, halo, NHR₂, NHCOR₄, NHCO₂R₄, NHCO₂R₄, and NHCONR₄R_{4'} and NHSO₂R₄;
- R₄ and R_{4'} for each occurrence are each independently selected from the group consisting of hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, heterocyclo or substituted heterocyclo and heteroaryl or substituted heteroaryl;
- G is selected from the group consisting of:



R₈ is CN;

R₉, R₁₀, and R₁₁ are each independently selected from the group consisting of hydrogen

(H), NO₂, CN, CF₃, OR₄, CO₂R₄, NR₄R_{4'}, CONR₄R_{4'}, CH₂OR₄, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, and heteroaryl or substituted heteroaryl;

A to F are each independently selected from N and CR₁;

J, K, L, P, and Q are each independently selected from NR₁₂, O, S, SO, SO₂ or CR₁₂R_{12'};

R₁₂ and R_{12'} in each functional group are each independently selected from a bond or R₁;

m is an integer of 0 or 1;

X is a linking group selected from the group consisting of NR₄ and CHR₄;

Y is selected from the group consisting of O, NR₄, NOR₄, S and CH₂; and

Z is -O-, or NR₄; and

a is an integer of 1 or 2;

with the following provisos:

(a) when Y is NOR₄, R₄ is not hydrogen;

(b) when R₁ is methyl,

X is NH; and

Y is O or S, then

Z is not O;

(c) when (i) R₁ is methyl,

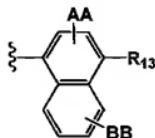
(ii) X is NH,

(iii) Y is NR₄,

(iv) R₄ is selected from the group consisting of hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkyl or substituted cycloalkyl,

arylalkyl or substituted arylalkyl, aryl or substituted aryl, and heteroaryl or substituted heteroaryl, and

(v) G has the following structure:



wherein

R₁₃ is selected from the group consisting of hydrogen, cyano (-CN), nitro (-NO₂), halo, heterocyclo, OR₁₄, CO₂R₁₅, CONHR₁₅, COR₁₅, S(O)_pR₁₅, SO₂NR₁₅NR₁₅', NHCOR₁₅ and NHSO₂R₁₅;

R₁₄ in each functional group is independently selected from the group consisting of hydrogen, alkyl or substituted alkyl, CHF₂, CF₃ and COR₁₅;

R₁₅ and R₁₅' in each functional group are each independently selected from the group consisting of hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, heterocycloalkyl or substituted heterocycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, heteroaryl or substituted heteroaryl and -CN;

AA and BB are each independently selected from the group consisting of hydrogen, halo, cyano (-CN), nitro (-NO₂), alkyl or substituted alkyl and OR₁₄; and

p is an integer from 0 to 2,

then Z is not O.

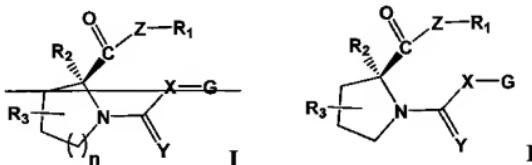
2. (Cancelled)
3. (Cancelled)

4. (Currently amended) The compound as defined in claim 1, or a pharmaceutically acceptable salt thereof, wherein
- R₁ is alkyl;
- R₂ is hydrogen or alkyl;
- R₃ is hydroxyl
- Y is O; and
- Z is O₂.
- ~~and — n is 1.~~
5. (Previously presented) A pharmaceutical composition comprising a compound as defined in claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier therefor.
6. (Original) The pharmaceutical composition as defined in claim 5 further comprising a growth promoting agent.
7. (Previously presented) A pharmaceutical composition comprising a compound as defined in claim 1, or a pharmaceutically acceptable salt thereof, and at least one additional therapeutic agent selected from the group consisting of parathyroid hormone, bisphosphonates, estrogen, testosterone, progesterone, selective estrogen receptor modulators, growth hormone secretagogues, growth hormone, progesterone receptor modulators, anti-diabetic agents, anti-hypertensive agents, anti-inflammatory agents, anti-osteoporosis agents, anti-obesity agents, cardiac glycosides, cholesterol lowering agents, anti-depressants, anti-anxiety agents, anabolic agents, and thyroid mimetics.
8. (Previously presented) A method for treating prostate cancer which comprises administering to a mammalian species in need of treatment an effective amount of a compound as defined in claim 1 or a pharmaceutically acceptable salt thereof.

9. (Cancelled).
10. (Currently Amended) A compound selected from the group consisting of 1-(4-Cyano-2-ethyl-3-(trifluoromethyl)phenyl-1-carbamoyl)-3-hydroxy-pyrrolidine-2-carboxylic acid methyl ester or a pharmaceutically acceptable salt thereof; 1-(4-Cyanonaphthalen-1-ylcarbamoyl)-3-hydroxy-pyrrolidine-2-carboxylic acid methyl ester or a pharmaceutically acceptable salt thereof; 1-(5-Chloro-6-cyano-pyridin-3-ylcarbamoyl)-3-hydroxypyrrrolidine-2-carboxylic acid methyl ester or a pharmaceutically acceptable salt thereof; and 1-[2-(4-Cyanonaphthalen-1-yl)acetyl]-3-hydroxypyrrrolidine-2-carboxylic acid methyl ester or a pharmaceutically acceptable salt thereof.
11. (Currently amended) A pharmaceutical composition comprising the a compound as defined in claim 10, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier therefor.
12. (Previously presented) The pharmaceutical composition as defined in claim 11 further comprising a growth promoting agent.
13. (Previously presented) A pharmaceutical composition comprising a compound as defined in claim 10, or a pharmaceutically acceptable salt thereof, and at least one additional therapeutic agent selected from the group consisting of parathyroid hormone, bisphosphonates, estrogen, testosterone, progesterone, selective estrogen receptor modulators, growth hormone secretagogues, growth hormone, progesterone receptor modulators, anti-diabetic agents, anti-hypertensive agents, anti-inflammatory agents, anti-osteoporosis agents, anti-obesity agents, cardiac glycosides, cholesterol lowering agents, anti-depressants, anti-anxiety agents, anabolic agents, and thyroid mimetics.

14. (Previously presented) A method for treating prostate cancer which comprises administering to a mammalian species in need of treatment an effective amount of a compound as defined in claim 10 or a pharmaceutically acceptable salt thereof.

15. (Currently amended) A compound of formula I



or a pharmaceutically acceptable salt thereof

wherein

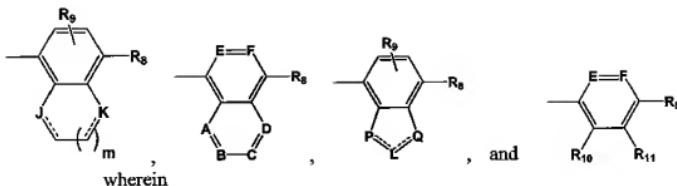
R₁ is selected from the group consisting of hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, and CH₂OR₄;

R₂ is selected from the group consisting of hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, heterocyclo or substituted heterocyclo, heteroaryl or substituted heteroaryl and CH₂OR₄;

R₃ selected from the group consisting of alkyl or substituted alkyl, and CH₂OR₄;

R₄ and R_{4'} for each occurrence are each independently selected from the group consisting of hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, heterocyclo or substituted heterocyclo and heteroaryl or substituted heteroaryl;

G is selected from the group consisting of:



R₈ is CN;

R₉, R₁₀, and R₁₁ are each independently selected from the group consisting of hydrogen (H), NO₂, CN, CF₃, OR₄, CO₂R₄, NR₄R_{4'}, CONR₄R_{4'}, CH₂OR₄, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, and heteroaryl or substituted heteroaryl;

A to F are each independently selected from N and CR₁;

J, K, L, P, and Q are each independently selected from NR₁₂, O, S, SO, SO₂ or CR₁₂R_{12'};

R₁₂ and R_{12'} in each functional group are each independently selected from a bond or R₁;

m is an integer of 0 or 1;

X is a linking group selected from the group consisting of NR₄ and CHR₄;

Y is selected from the group consisting of O, NR₄, NOR₄, S and CH₂; and

Z is -O-, or NR₄; and

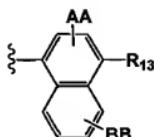
n is an integer of 1 or 2;

with the following provisos:

- (a) when Y is NOR₄, R₄ is not hydrogen;
- (b) when R₁ is methyl, X is NH, and Y is O or S, then Z is not O;
- (c) when
 - (i) R₁ is methyl,
 - (ii) X is NH,
 - (iii) Y is NR₄,

(iv) R₄ is selected from the group consisting of hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkyl or substituted cycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, and heteroaryl or substituted heteroaryl, and

(v) G has the following structure:



wherein

R₁₃ is selected from the group consisting of hydrogen, cyano (-CN), nitro (-NO₂), halo, heterocyclo, OR₁₄, CO₂R₁₅, CONHR₁₅, COR₁₅, S(O)_pR₁₅, SO₂NR₁₅R_{15'}, NHCOR₁₅ and NHSO₂R₁₅;

R₁₄ in each functional group is independently selected from the group consisting of hydrogen, alkyl or substituted alkyl, CHF₂, CF₃ and COR₁₅;

R₁₅ and R_{15'} in each functional group are each independently selected from the group consisting of hydrogen, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, heterocycloalkyl or substituted heterocycloalkyl, arylalkyl or substituted arylalkyl, aryl or substituted aryl, heteroaryl or substituted heteroaryl and CN;

AA and BB are each independently selected from the group consisting of hydrogen, halo, cyano (-CN), nitro (-NO₂), alkyl or substituted alkyl and OR₁₄; and

p is an integer from 0 to 2,

then Z is not O.

16. (Currently amended) A pharmaceutical composition comprising the a compound as defined in claim 15, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier therefor.
17. (Previously presented) The pharmaceutical composition as defined in claim 16 further comprising a growth promoting agent.
18. (Previously presented) A pharmaceutical composition comprising a compound as defined in claim 15, or a pharmaceutically acceptable salt thereof, and at least one additional therapeutic agent selected from the group consisting of parathyroid hormone, bisphosphonates, estrogen, testosterone, progesterone, selective estrogen receptor modulators, growth hormone secretagogues, growth hormone, progesterone receptor modulators, anti-diabetic agents, anti-hypertensive agents, anti-inflammatory agents, anti-osteoporosis agents, anti-obesity agents, cardiac glycosides, cholesterol lowering agents, anti-depressants, anti-anxiety agents, anabolic agents, and thyroid mimetics.
19. (Previously presented) A method for treating prostate cancer which comprises administering to a mammalian species in need of treatment an effective amount of a compound as defined in claim 15 or a pharmaceutically acceptable salt thereof.